



The David J. Joseph Company

July, 31, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

18799-C
SEP 4 1996 3 23 PM
SURFACE TRANSPORTATION BOARD

SEP 4 3 23 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed is one original and one copy of the Equipment Bill of Sale dated as of July 10, 1996 between the following parties:

Buyer: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Seller: Society Equipment Leasing Company
127 Public Square 6th Floor
Cleveland, OH 44114

The Bill of Sales to which this document is connected are recorded under Recordation No. 18799, 18799-A and 18799-B.

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a secondary document. The amount of \$21.00 is included in the check you should have already received.

Sincerely,

THE DAVID J. JOSEPH COMPANY
Julia R. Jones
Julia R. Jones
Contract Assistant

Enclosure

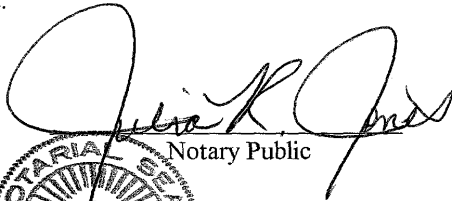
Railroad Equipment Leasing
and Marketing Division

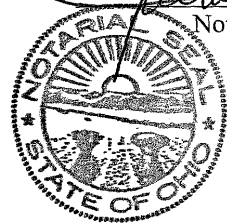
300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

9/4/96

Julia R. Jonese
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/4/96 at 3:25PM, and assigned recordation number(s). 18799-C, 18799-D and 18800-C.

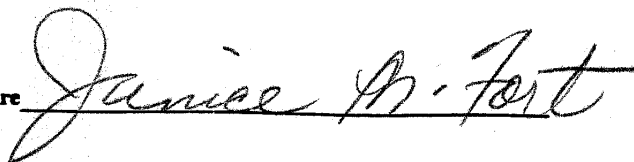
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



EQUIPMENT BILL OF SALE

18799-C
SEP 4 1996 3:25 PM

THIS EQUIPMENT BILL OF SALE is given by SOCIETY EQUIPMENT LEASING COMPANY (herein the "Seller") to THE DAVID J. JOSEPH COMPANY (herein the "Buyer").

WITNESSETH:

THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's right, title and interest in and to the items of equipment listed on Exhibit A attached hereto (the "Equipment").

The Equipment is sold hereunder AS IS, WHERE IS AND WITHOUT WARRANTY, express or implied, except that Seller hereby warrants to Buyer (1) that the Equipment sold hereunder is transferable by Seller by its sole act and deed and that all corporate action required to authorize, approve and validate such transfer has been duly and lawfully taken and (2) that Seller has not made any prior sale, assignment or transfer of the Equipment, or any interest therein.

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed, under seal, as of the 10 day of July, 1996.

SOCIETY EQUIPMENT LEASING COMPANY

Witnesses:

By: [Signature]
Name: J. Michael Fitzgibbons
Title: Senior Vice President

[Signature]
[Signature]

STATE OF NEW YORK)
) ss.
COUNTY OF ALBANY)

Before me, a Notary Public in and for said County and State, personally appeared the above named SOCIETY EQUIPMENT LEASING COMPANY, by J. Michael Fitzgibbons, its Senior Vice President, who acknowledged that he did sign the foregoing instrument for and on behalf of said corporation, by authority of its board of directors, and that the same is the free act and deed of said corporation, and the free act and deed of him personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Albany, New York, this 10 day of July, 1996.

[Signature]
Notary Public

LYNN A. WERNER
Notary Public, State of New York
Qualified in Albany County
Commission Expires 6-31-97

EXHIBIT A
to
EQUIPMENT BILL OF SALE

RAILCARS TO BE DELETED:

Car No: RLMX 6276

Car No: RLMX 8315

Car No: RLMX 8467